

EXHIBIT B

FENNEMORE.

David Lewandowski
Of Counsel
dlewandowski@fennemorelaw.com
7800 Rancharrah Parkway,
Reno, Nevada 89511
PH (775) 788-2235 | FX (775) 788-2261
fennemorelaw.com

February 3, 2022

Via Electronic Mail: Maria Fernandez (mfernandez@ftenet.com)

Ms. Maria Fernandez
Corporate Secretary
FTE Networks, Inc.
237 W. 35th Street, Suite 806
New York, NY 10001

Via FedEx

FTE Networks, Inc.
c/o Incomp Services, Inc.
3773 Howard Hughes Pkwy., Suite 500S
Las Vegas, NV 89169

Re: Amendment to Bylaws

Ladies and Gentlemen:

This firm represents Innovativ Media Group, Inc., a shareholder in FTE Networks, Inc. (“FTE”). I have enclosed a written consent signed on behalf of a majority-in-interest of the shareholders of FTE. That written consent amends the bylaws of FTE in certain particulars and is effective upon your receipt. Please update your records accordingly and file this amendment with FTE’s bylaws.

If you have any questions regarding this document, please feel free to contact me.

Best regards,



David Lewandowski

WRITTEN CONSENT OF THE SHAREHOLDERS OF

FTE NETWORKS, INC.,
a Nevada corporation,

The undersigned, holding a majority of the voting power of the issued and outstanding stock of FTE Networks, Inc., a Nevada corporation (the “Corporation”), individually and collectively consent by this writing to take the following actions, to adopt the following resolutions, and to transact the following business of the Corporation pursuant to Section 2.12(a) of the Corporation’s bylaws (the “Bylaws”) and to Section 78.320 of the Nevada Revised Statutes:

Amendment of Bylaws.

WHEREAS, the undersigned desire to amend the Bylaws in certain particulars as more fully set forth below:

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the Bylaws are amended as follows:

Section 3.1 of the Bylaws is amended and restated in its entirety as follows:

3.1 General Powers. Subject to these bylaws, the Corporation’s articles of incorporation and applicable law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board; *provided, however*, that:

- a. No shares of the capital stock of the Corporation may be issued to any officer, director or stockholder (each, an “Insider”) of the Corporation or any affiliate of an Insider without the approval of stockholders holding a majority of the voting power of the issued and outstanding shares of the Corporation’s capital stock (such stockholders, the “Controlling Stockholders”). As used in these Bylaws, “affiliate” means a person, trust or entity who controls, is controlled by or is under common control with a specified person, trust or entity, along with the immediate family members of any such specified person along with any person or entity acting in concert with such specified person. “Control” in the preceding sentence means the power to direct the policies and affairs of an entity or trust;
- b. Without the consent of the Controlling Stockholders the Board may not:
 - i. adopt any shareholder rights, poison pill, staggered board or other plan that has an anti-takeover purpose or effect; and

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- ii. issue any shares of stock with voting rights greater than the voting rights of shares of the Corporation's common stock.

Section 3.2 of the Bylaws is amended and restated in its entirety as follows:

3.2 Number and Qualification of Directors. The Board shall consist of three members. Directors do not need to be residents of Nevada or shareholders of the Corporation.

Section 5 of the Bylaws is eliminated in its entirety.

The first paragraph and the next sentence thereafter of Section 6.5 of the Bylaws is amended and restated in its entirety as follows:

6.5 Restrictions on Transfer or Registration of Shares. Without the consent of the Controlling Stockholders, the Board may only impose restrictions on the transfer or registration of transfer of shares (including any security convertible into, or carrying a right to subscribe for or acquire shares) in the following circumstances:

Section 6(c) of the Bylaws is eliminated in its entirety.

Section 9.1 of the Bylaws is amended and restated in its entirety as follows:

9.1 Amendments. Without the consent of the Controlling Stockholders, the Corporation's Board may not amend, repeal, modify or supplement the Corporation's Bylaws at any time.

General

FURTHER RESOLVED, that this instrument may be executed in multiple counterparts, which, when taken together, shall constitute one and the same instrument. Any signature page of this instrument may be detached from any counterpart without impairing the legal effect of any signatures thereon, and may be attached to another counterpart identical in form thereto, but having attached to it one or more additional signature pages. Any signature transmitted electronically (including DocuSign or similar electronic signature) shall have the same effect as an original, manual signature.

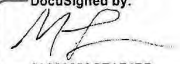
FURTHER RESOLVED, that it is the intent of the undersigned that the foregoing resolutions be effective immediately upon delivery of an executed copy hereof to the registered agent or the secretary of the Corporation.

[signatures appear on following pages]

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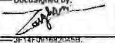
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[signature page to Written Consent of the Shareholders of FTE Networks, Inc., a Nevada corporation]

DocuSigned by:

 8A828600CEA748B...
 Majique Ladnier

DocuSigned by:

 Danish Mir


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 Khawaja Zargham bin Aamer

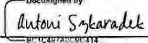
First Capital Master Advisor, LLC

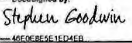
By: 
 Suneet Singal

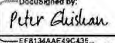
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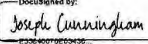
Title: Manager

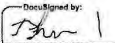
DocuSigned by:

 Alex Szkaradek

DocuSigned by:

 Antoni Szkaradek

DocuSigned by:

 Stephen Goodwin

DocuSigned by:

 Peter Ghishan

DocuSigned by:

 Joseph Cunningham

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 Dennis Shorrock

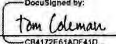
TTP 8, LLC

By: 
 Majique Ladnier

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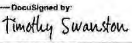
Title: Authorized Signatory Party


Innovativ Media Group, Inc.

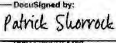
By: 
 Tom Coleman

Printed: _____

Title: CEO

DocuSigned by:

 Timothy Swanston

DocuSigned by:

 Robert Swanston

DocuSigned by:

 Patrick Shorrock

DocuSigned by:

 Eric Phelps

Chris Ferguson